

# COMPENSATION COMMITTEE CHARTER

## Compensation Committee Charter

The Compensation Committee's (the "Committee") role is to discharge the Board of Director's (the "Board") responsibilities relating to compensation of the Greenfield Online, Inc's, (the "Company") executives, to produce an annual report on executive compensation for inclusion in the Company's proxy statement, and to oversee and advise the Board on the adoption of policies that govern the Company's compensation programs, including stock and benefit plans.

### **Membership**

The membership of the Committee consists of at least three and no more than five directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member's independence, specifically, the standards for independence set forth Nasdaq Rule 4200(a)(14). The Board appoints the chairperson.

### **Operations**

The Committee meets at least [four] times a year. Additional meetings may occur as the Committee or its chair deems advisable to perform the Committee's responsibilities. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

### **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

### **Responsibilities**

Subject to the provisions of the Greenfield Online Corporate Governance Guidelines, the principal responsibilities and functions of the Compensation Committee are as follow:

- Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) to align the interest of key leadership with the long-term interests of the Company's shareholders.
- Review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.
- Review the performance of executive management.

- Review and approve Chairman and CEO goals and objectives, evaluate Chairman and CEO performance in light of these corporate objectives, and set Chairman and CEO compensation levels consistent with company philosophy. The Nominating and Governance Committee's CEO evaluation will be considered in setting CEO salary and other compensation.
- Approve the salaries, bonus and other compensation for all corporate officers at the level of corporate vice president and above and recommend the aggregate amount of all such salaries and bonuses to the Board for approval. With respect to the Chairman and the Chief Executive Officer, the Committee will recommend appropriate salary, bonus and other compensation to the Board for approval. The CEO may not be present during voting or deliberations on the CEO's compensation. [See Nasdaq Rule 4350(c)(3)(A).]
- Review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management.
- Review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board.
- Review and discuss with the Board and senior officers plans for officer development and corporate succession plans for the CEO and other senior officers.
- Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
- Review periodic reports from management on matters relating to the Company's personnel appointments and practices.
- Produce an annual Report of the Compensation Committee on Executive Compensation for the Company's annual proxy statement in compliance with applicable Securities and Exchange Commission rules and regulations and relevant listing authority.
- Annually evaluate the Committee's performance and this Charter.